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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE: L'OREAL WRINKLE CREAM
MARKETING PRACTICES LITIGATION

MDL 2415

Master Docket No: 12-3571(WJM)(MF)

This Document Relates To: ALL CASES

CAROLINE F. BARTLETT, of full age, declares:

1. I am an attorney-at-law admitted to practice and in good standing in the State of New Jersey, am a member of Carella, Byrne, Cecchi, Olstein, Brody & Agnello, P.C. ("Carella Byrne"), and am counsel for Plaintiffs in the above-captioned matter. In such capacity, I am fully familiar with the facts contained herein. I submit this declaration in support of the Plaintiffs' opposition to the Motion to Dismiss.

2. Annexed hereto as Exhibit A is a copy of the second point-of-sale brochure appearing in the Master Consolidated Complaint ("MCC") at ¶ 93, on page 34.

3. Annexed hereto as Exhibit B is a copy of the first point-of-sale brochure appearing in the MCC at ¶ 93, on page 35.

4. Annexed hereto as Exhibit C is a copy of the first point-of-sale brochure appearing in the MCC at ¶ 93, on page 34.

5. Annexed hereto as Exhibit D is a copy of the first point-of-sale brochure appearing in the MCC at ¶ 93, on page 36.

I declare under penalty of perjury that the foregoing is true and correct.

/s/ Caroline F. Bartlett
CAROLINE F. BARTLETT

Dated: June 14, 2013

EXHIBIT A

Your Skincare **POWER SYSTEM™**

See Visibly Younger Skin in Just 7 Days!

Activate with:

GÉNIFIQUE YOUTH ACTIVATING CONCENTRATE

Youth is in your genes. Reactivate it.¹
Discover the skin you were born to have.

Génifique Concentrate gives visibly younger skin in just 7 days. Skin looks as if lit from within, feels cushiony soft and velvety to the touch.

The Innovation
10 Years of Research – 7 International Patents
At the very origin of your skin's youth: your genes. Genes produce specific proteins that diminish with age. Skin appears dull, uneven and not as smooth as it once was.

Génifique Concentrate contains ingredients shown to boost genes' activity² and stimulate the production of youth proteins.³ Skin looks breathtakingly radiant, refined and perfectly smooth.

(Also available in a hydrating cream serum formula)

Clinically Proven: See Visibly Younger Skin in Just 7 Days*

To learn more about Génifique, go to lancome.com

¹ Activate skin's youthful look

² In-vitro tests on genes

³ Clinical study on skin proteins associated with young skin – France

⁴ Based on consumer evaluations in a clinical study which also consists of expert evaluations

Also available in a hydrating cream serum formula).



ACTIVATE

MOISTURIZE

Moisturize with:

GÉNIFIQUE REPAIR YOUTH ACTIVATING NIGHT CREAM

Skin Truth

When we're young, skin renewal and repair happen quickly and efficiently, whether we sleep 8 hours or only a few. With age skin's nighttime renewal and repair slows. The result? Skin can appear tired, dull, fatigued – even if we get plenty of rest.

The Innovation

Génifique Repair contains ingredients shown to help boost the activity of skin's "repair genes."⁴ Upon waking, skin appears rested and visibly repaired – as if you slept 2 extra hours.⁴

GÉNIFIQUE EYE YOUTH ACTIVATING EYE CONCENTRATE

See visibly younger, brighter eyes in just 7 days. Dark circles and signs of fatigue seem to diminish and the eye area looks fresh and luminous. Use alone or under any Lancôme eye cream.

^{*} In-vitro tests

^{**} Based on consumer evaluations after 4 weeks of use

EXHIBIT B

Your Skincare **POWER SYSTEM™**

Visibly Refill Wrinkles* for Renewed Smoothness

Activate with:

GÉNIFIQUE YOUTH ACTIVATING CONCENTRATE

Youth is in your genes. Reactivate it.¹
Discover the skin you were born to have.

Génifique Concentrate gives visibly younger skin in just 7 days. Skin looks as if lit from within, feels cushiony soft and velvety to the touch.

The Innovation
10 Years of Research – 7 International Patents
At the very origin of your skin's youth: your genes. Genes produce specific proteins that diminish with age. Skin appears dull, uneven and not as smooth as it once was.

Génifique Concentrate contains ingredients shown to boost genes' activity² and stimulate the production of youth proteins.³ Skin looks breathtakingly radiant, refined and perfectly smooth.

Clinically Proven: See Visibly Younger Skin in Just 7 Days⁴

To learn more about Génifique, go to lancome.com

¹ Activate skin's youthful look.
² In-vitro tests on genes.
³ Clinical study on skin proteins associated with young skin - France.
⁴ Based on consumer evaluations in a clinical study which also comprised expert evaluations.



ACTIVATE



MOISTURIZE

Moisturize with:

HIGH RÉOLUTION REFILL-3X™
TRIPLE ACTION RENEWAL ANTI-WRINKLE CREAM SPF 15
High Resolution Refill-3X™ visibly refills wrinkles and helps re-plump skin for renewed smoothness.

Skin Truth
Three natural skin fillers play a role in helping fight the appearance of wrinkles:
Elastin maintains skin's elasticity; **Collagen** helps support skin's structure and maintain skin firmness; **Hyaluronic Acid** intensely hydrates and plumps skin. With age, elastin fibers degrade, collagen coils loosen and hyaluronate acid reserves become depleted. Visible wrinkles set in.

The Innovation
Triple Anti-Wrinkle Power!
High Resolution Refill-3X™ contains ingredients shown to boost the synthesis of the 3 natural skin fillers—elastin, collagen and hyaluronic acid¹—to help refill the look of wrinkles and help skin recapture youthful beauty. (Also available in a nighttime formula.)

HIGH RÉOLUTION EYE REFILL-3X™
TRIPLE ACTION RENEWAL ANTI-WRINKLE EYE CREAM
Visibly refills wrinkles and crow's feet² and helps re-plump skin for renewed smoothness.

To learn more about High Resolution Refill-3X™, go to lancome.com

¹ Visible wrinkle improvement in 14 days.
² Visible improvement in 14 days. See also High Resolution Refill-3X™ in the application of wrinkles.
³ Hyaluronic acid and collagen.

EXHIBIT C

Your Skincare **POWER SYSTEM™**

Lift. Firm. Reshape. See Youthful Contours Return.

Activate with:

GÉNIFIQUE YOUTH ACTIVATING CONCENTRATE

Youth is in your genes. Reactivate it.¹
Discover the skin you were born to have.

Génifique Concentrate gives visibly younger skin in just 7 days. Skin looks as if lit from within, feels cushiony soft and velvety to the touch.

The Innovation
10 Years of Research – 7 International Patents
At the very origin of your skin's youth: your genes. Genes produce specific proteins that diminish with age. Skin appears dull, uneven and not as smooth as it once was.

Génifique Concentrate contains ingredients shown to boost genes' activity² and stimulate the production of youth proteins.³ Skin looks breathtakingly radiant, refined and perfectly smooth.

Clinically Proven: See Visibly Younger Skin in Just 7 Days⁴

To learn more about Génifique, go to lancome.com

¹ Activates skin's youthful look

² In-vitro tests on genes

³ Clinical study on skin proteins associated with young skin – France

⁴ Based on consumer evaluations in a clinical study, which also consists of expert evaluations



ACTIVATE



MOISTURIZE

(Also available in a nighttime formula).

Moisturize with:

RÉNERGIE LIFT VOLUMETRY VOLUMETRIC LIFTING AND RESHAPING CREAM SPF 15
Rénergie Lift Volumetry helps visibly lift, firm and reshape facial contours. Cheeks appear plumped and the jaw line looks refined. Wrinkles appear reduced.⁵ (Also available in a nighttime formula.)

Skin Truth
Growth factors are cellular messengers essential to maintaining skin's support structure.
Key skin elements that play a role in skin firmness and tightness diminish with age. The skin begins to slacken. Cheeks lose plumpness and appear hollow; smile lines and crow's feet deepen; the jaw line appears to droop.

The Innovation
For the 1st time from Lancôme, new GF-Volumetry™ complex helps support cellular communication.⁶ See a new dimension in lifting for a Volumetric Result.

RÉNERGIE LIFT VOLUMETRY EYE VOLUMETRIC LIFTING AND RESHAPING EYE CREAM
Helps visibly lift, firm and reshape the delicate eye contour. Wrinkles and crow's feet appear reduced.

To learn more about Rénergie Lift Volumetry, go to lancome.com

⁵ Based on results from a consumer test of 50 women aged from 45 to 55 years old - France

⁶ In-vitro studies

EXHIBIT D

DISCOVER THE BENEFITS OF ABSOLUE PREMIUM Bx

Skin Truth

With chronological (natural) aging, skin loses the ability to retain moisture and skin's structure begins to break down. Skin can feel drier and lose elasticity, firmness and radiance.

The Innovation

Pro-Xylane™ – the fountain of youth? A natural sugar found in skin plays a key role in helping maintain essential skin moisture from within. Seven years of research led to the patent of Pro-Xylane™ – a breakthrough technology, acting deep in the skin's surface to restore essential moisture from within.

The deeply enriched **Bio-Network™**, a complex of wild yam, soy, sea algae and barley, is specially formulated to help visibly rejuvenate skin's appearance.

These ingredient complexes are combined in Absolu Premium Bx to help deeply replenish skin for visible skincare results. Skin recaptures the youthful qualities of younger-looking skin: firmness, elasticity, clarity.

Your Skincare **POWER SYSTEM™**

Begin with:

**ABSOLUE ULTIMATE NIGHT Bx
INTENSE NIGHT RECOVERY AND REPLENISHING SERUM**
A unique serum combining our highest level of Pro-Xylane™ combined with the replenishing Bio-Network™ and Vigna Seed extract. Absolu Ultimate Bx Night Serum helps skin feel firmer, more elastic and look visibly smoother.

(Also available in a
nighttime formula).

Moisturize with:

**ABSOLUE PRECIOUS CELLS
ADVANCED REGENERATING AND RECONSTRUCTING
CREAM SPF 15**
It's proven, within 7 days skin recovers the visible signs of younger skin*. Skin feels denser. Wrinkles appear significantly reduced.

Absolu Precious Cells is our ultimate in skincare that addresses UV-damaged skin. It helps restore density, reduce the appearance of wrinkles and regenerate radiance.
(Also available in a nighttime formula)

Significant deep wrinkle reduction in UV damaged skin after 4 weeks. Clinically proven†.

**ABSOLUE EYE PRECIOUS CELLS
ADVANCED REGENERATING AND RECONSTRUCTING EYE
CREAM**

The ultimate in eye care that visibly smoothes, lightens and regenerates radiance in the delicate eye area, reducing signs of puffiness and fatigue.

To learn more about Absolu Precious Cells, go to
lancome.com

* Based on results from a consumer test on women with UV-damaged skin.
† Reduction in deep wrinkles and laugh lines in a 4-week clinical evaluation on UV-damaged skin.

Absolute Replenishment & Regeneration for UV & Lifestyle Damaged Skin



SERUM

MOISTURIZE